

EXHIBIT 16

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	Chapter 11
)	
W. R. GRACE & CO., et al., ¹)	Case No. 01-01139 (KJC)
)	(Jointly Administered)
Reorganized Debtors.)	
)	

**SUMMARY APPLICATION OF VENABLE LLP FOR COMPENSATION FOR
SERVICES AND REIMBURSEMENT OF EXPENSES AS BANKRUPTCY
COUNSEL TO W. R. GRACE & CO., ET AL., FOR THE MONTHLY INTERIM
PERIOD FROM NOVEMBER 1, 2011 THROUGH NOVEMBER 30, 2011**

Name of Applicant:	<u>Venable LLP ("Venable")</u>
Authorized to Provide Professional Services to:	<u>W. R. Grace & Co., et al., Debtors and Debtors-in-Possession</u>
Date of Retention:	<u>Retention Order entered June 24, 2009, effective as of May 22, 2009</u>
Period for which compensation and reimbursement is sought:	<u>November 1, 2011 through November 30, 2011</u>
Amount of Compensation sought as actual, reasonable and necessary:	<u>\$15,352.33</u>
Amount of Expense Reimbursement sought as actual, reasonable and necessary:	<u>\$792.75</u>
This is a <u> x </u> monthly <u> </u> interim <u> </u> final application.	

¹ The Reorganized Debtors comprise the following 17 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co. Corp., Darex Puerto Rico, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Gloucester New Communities Company, Inc., Grace Chemical Company of Cuba, Grace Energy Corporation, Grace Europe, Inc., Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace PAR Corporation, W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Guanica Caribe Land Development Corporation, Hanover Square Corporation, Kootenai Development Company, Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), and Water Street Corporation.

This is Venable's monthly application for interim compensation of services for the interim fee period November 1, 2011 through November 30, 2011 (the "Fee Period"). The following applications were filed in the Chapter 11 cases:

Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees	Approved Expenses
November 5, 2009	11/1/2008-6/30/2009	\$709,294.00	\$6,405.06	\$706,595.00	\$6,405.06
November 5, 2009	7/1/2009-7/31/2009	\$50,849.50	\$75,008.99	Interim approval ²	Interim approval
November 24, 2009	8/1/2009-8/31/2009	\$134,090.00	\$102,335.48	Interim approval	Interim approval
November 24, 2009	9/1/2009-9/30/2009	\$306,602.00	\$118,095.92	Interim approval	Interim approval
November 24, 2009	July-September 2009	\$491,541.50	\$295,440.39	\$491,292.50	\$295,440.39
February 26, 2010	10/1/2009-10/31/2009	\$479,238.00	\$266,326.39	Interim approval ³	Interim approval
April 16, 2010	11/1/2009-11/30/2009	\$398,519.00	\$163,488.22	Interim approval	Interim approval
April 30, 2010	12/1/2009-12/31/2009	\$305,242.96	\$108,454.93	Interim approval	Interim approval
May 3, 2010	October-December 2009	\$1,182,999.96	\$538,269.54	\$1,179,018.46	\$538,269.54
May 19, 2010	1/1/2010-1/31/2010	\$271,084.25	\$97,840.12	Interim approval ⁴	Interim approval
May 19, 2010	2/1/2010-2/28/2010	\$157,136.50	\$17,784.35	Interim approval	Interim approval
May 19, 2010	3/1/2010-3/31/2010	\$7,968.00	\$640.70	Interim approval	Interim approval
May 19, 2010	January-March 2010	\$436,188.75	\$116,265.17	\$436,188.75	\$116,265.17
August 18, 2011	4/1/2010-4/30/2010	\$2,500.00	\$162.02	Interim approval	Interim approval ⁵

² The fees and expenses requested in the July through September 2009 interim monthly applications were approved on an interim basis pursuant to the Order entered by this Court on March 19, 2010.

³ The fees and expenses requested in the October through December 2009 interim monthly applications were approved on an interim basis pursuant to the Order entered by this Court on June 7, 2010.

⁴ The fees and expenses requested in the January through March 2010 interim monthly applications were approved on an interim basis pursuant to the Order entered by this Court on September 13, 2010.

⁵ The fees and expenses requested in the April and May 2011 interim monthly application were approved on an interim basis pursuant to the order entered by this Court on September 20, 2011.

August 18, 2011	5/1/2010-5/31/2010	\$9,000.00	\$3.50	Interim approval	Interim approval
August 18, 2011	April-June 2010	\$11,500.00	\$165.52	\$11,500.00	\$165.52

The Venable attorneys who rendered professional services in these cases

during the Fee Period are:

Name of Professional Person	Position with the Applicant and Year Admitted		Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Christopher S. Davidson	Associate	2008	Business	\$375.00	7.9	\$2,962.50
Brian J. O'Connor	Partner	1991	Business	\$745.00	4.1	\$3,054.50
Thomas A. Strong	Counsel	1995	Litigation	\$510.00	20.0	\$10,200.00
John A. Wilhelm	Partner	1987	Business	\$565.00	5.7	\$3,220.50
Total for all attorneys						\$19,437.50
(Less write-off)						(\$4,085.17)
Total						\$15,352.33

Grand Total for Fees (before write-off)	\$19,437.50
Grand Total for Fees (after write-off)	\$15,352.33
Blended Rate (after write-off)	\$407.22

Compensation by Matter

Matter Description	Total Billed Hours	Total Fees Requested
Advice Concerning Labor and Employment Matters	37.7	\$19,437.50
Total		\$19,437.50
(Less write-off)		(\$4,085.17)
Total		\$15,352.33

Expense Summary

Service Description	Amount
Transcription	\$792.75
Total of Expenses	\$792.75

WHEREFORE, Venable respectfully requests (a) that the fees and expenses herein be authorized and approved as administrative expenses of the Debtors' estates as requested in the Interim Application for Compensation for Services and Reimbursement of Expenses as Special Counsel to W.R. Grace & Co., et al., for the Thirty-Eighth through Fifteenth Quarters from July 1, 2010 through September 30, 2013, filed simultaneously herewith; and (b) that this Court grant such other relief as is equitable and just.

Wilmington, Delaware
Dated: May 1, 2014

Respectfully submitted,

VENABLE LLP

/s/ Darek S. Bushnaq
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Special Counsel for the Debtors and Debtors in Possession

Monthly Statement of Venable LLP Fee
Detail November 1, 2011 through November 30, 2011

Advice Concerning Labor and Employment Matters

TKPR	DATE	HRS	RATE	AMT	NARRATIVE
STRONG, THOMAS H.	11/2/2011	0.50	510.00	0.00	REVIEW GRIEVANCE FILE
STRONG, THOMAS H.	11/2/2011	0.50	430.62	215.31	REVIEW GRIEVANCE FILE
O'CONNOR, BRIAN J.	11/8/2011	0.50	745.00	372.50	DISCUSSION W/ J. WILHELM; DOCUMENT REVIEW; ANALYSIS
WILHELM, JOHN A.	11/8/2011	1.30	565.00	734.50	REVIEW OF ; DISCUSS WITH B. O'CONNOR; CALL J. FORGACH
STRONG, THOMAS H.	11/9/2011	1.10	430.63	473.69	REVIEW OF FILE; RESEARCH; AND COMMUNICATION REGARDING GRIEVANCE
DAVIDSON, CHRISTOPHER S.	11/9/2011	0.10	375.00	37.50	DISCUSSION WITH B. O'CONNOR;
STRONG, THOMAS H.	11/14/2011	2.30	430.62	990.43	PREPARATION FOR AND CALL REGARDING HEARING; RESEARCH ON WHETHER
DAVIDSON, CHRISTOPHER S.	11/14/2011	0.50	375.00	187.50	WORK ON OPERATING AGREEMENT;
DAVIDSON, CHRISTOPHER S.	11/15/2011	7.30	375.00	2,737.50	WORK ON OPERATING AGREEMENT; DISCUSSION WITH B. O'CONNOR;
O'CONNOR, BRIAN J.	11/15/2011	0.60	745.00	447.00	DISCUSSION W/ C. DAVIDSON; ANALYSIS; DOCUMENT REVIEW
O'CONNOR, BRIAN J.	11/16/2011	1.20	745.00	894.00	REVIEWING AND REVISING LLC DOCUMENT; DISCUSSION AND ANALYSIS
WILHELM, JOHN A.	11/16/2011	0.90	565.00	508.50	COMMENCE REVIEW
O'CONNOR, BRIAN J.	11/17/2011	0.60	745.00	447.00	REVIEW AND REVISE DOCUMENTS; DISCUSSION W/ J. WILHELM
WILHELM, JOHN A.	11/17/2011	0.70	565.00	395.50	COMPLETE REVIEW AND SEND COMMENTS TO B. O'CONNOR
O'CONNOR, BRIAN J.	11/18/2011	0.60	745.00	447.00	DOCUMENT REVIEW/REVISION; DISCUSSION
STRONG, THOMAS H.	11/21/2011	1.20	510.00	0.00	RESEARCH FOR POST HEARING BRIEF
STRONG, THOMAS H.	11/22/2011	1.10	430.62	473.68	PREPARATION FOR AND CONFERENCE CALL IN PREPARATION FOR HEARING
STRONG, THOMAS H.	11/23/2011	4.10	510.00	0.00	RESEARCH FOR BRIEF AND REVIEW AND SUMMARY OF HEARING TRANSCRIPT
O'CONNOR, BRIAN J.	11/28/2011	0.60	745.00	447.00	DOCUMENT REVIEW; DISCUSSION W/ J. WILHELM
WILHELM, JOHN A.	11/28/2011	2.80	565.00	1,582.00	CALL WITH J. FORGACH REGARDING ; MAKE CHANGES; DISCUSS WITH B. O'CONNOR; SEND REVISED DRAFT TO CLIENT
STRONG, THOMAS H.	11/29/2011	2.20	430.62	947.37	PREPARATION FOR ARBITRATION HEARING
STRONG, THOMAS H.	11/30/2011	7.00	430.62	3,014.35	TRAVEL TO CURTIS BAY FACILITY REGARDING GRIEVANCE; PREPARE POTENTIAL WITNESSES; REVIEW PRIOR POSTINGS AND OTHER PREPARATION FOR HEARING
				15,352.33	

* In the interest of billing judgment, \$4,085.17 was written off for the period November 1, 2011 through November 30, 2011. These fees reflect these reductions. Therefore, the fees cannot be replicated by multiplying the hours billed by the billing rate.

Monthly Statement of Venable LLP Expense Detail
November 1, 2011 through November 30, 2011

11/9/2011	TRANSCRIPTION EXPENSE	792.75	TRANSCRIPT OF ARBITRATION HEARING HELD ON 10/27/11
		792.75	